

MEMO# 20715

December 21, 2006

Request for Nominees to the Board Of Governors

©2006 Investment Company Institute. All rights reserved. Information may be abridged and therefore incomplete. Communications from the Institute do not constitute, and should not be considered a substitute for, legal advice. [20715] December 21, 2006 TO: BOARD OF GOVERNORS No. 34-06 RE: REQUEST FOR NOMINEES TO THE BOARD OF GOVERNORS The FY 2007 Nominating Committee will be elected at the January meeting of the Board of Governors and will begin its deliberations immediately after the meeting. The primary role of the Committee is to recommend a slate of fifteen candidates for election to a three-year term on the Board of Governors. At next May's meeting, the Board will approve the slate of candidates, which will then be presented to the membership for approval during the summer. Candidates for service on the Board of Governors are selected from a number of sources. Traditionally, individuals who have served and been active on the Board in the past (i.e., the sabbatical class) are given first consideration. Other sources of candidates include recommendations from Governors, requests from members who would like to become active in Institute initiatives and suggestions from the Institute staff. The Institute's By-Laws and various guidelines adopted by the Board of Governors and the Executive Committee govern the Nominating Committee's selection of candidates. The major guidelines for selection are summarized in the attachment to this memo. Also, the Nominating Committee has historically sought balance on the Board with respect to the following factors:

- Geographic — no region should dominate representation on the Board.
- Size — several small and mid-size groups should have representation on the Board.
- Distribution — an appropriate balance should be maintained among sales force, direct, bank, and insurance company distributed fund groups.

2 To assist the Committee with its deliberations, I am requesting that Governors send recommendations for new management company and independent director candidates for the Board to Peter Gally by January 12, 2007. Where possible, please include a biography for the person. If you have any questions, please contact me, Paul Stevens or Peter Gally. I appreciate your assistance in making the Institute's Board representative of the entire membership. Martin L. Flanagan Chairman of the Board of Governors Attachment (in .pdf format)